

MAR 11 '99

5-00PM

**O'MELVENY & MYERS LLP**

LOS ANGELES  
CENTURY CITY  
NEWPORT BEACH  
SAN FRANCISCO  
WASHINGTON, D.C.

Citicorp Center  
153 East 53rd Street  
New York, New York 10022-4611  
TELEPHONE (212) 326-2000  
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INTERNET: www.omm.com

HONG KONG  
LONDON  
SHANGHAI  
TOKYO

March 11, 1999

OUR FILE NUMBER  
907,355-011  
659535.1

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

WRITER'S DIRECT DIAL  
212-326-2238

WRITER'S E-MAIL ADDRESS  
jgledman@omm.com

Re: WMATA 1999 Trust CCC A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of Section 11301, title 49 of the United States Code are an original and copy each of (1) the Short Form of Head Lease, (2) the Short Form of Lease, and (3) the Short Form of Equipment Mortgage & Pledge Agreement, each dated as of March 11, 1999. These are all primary documents as defined in the Surface Transportation Board's Rules for the recordation of documents.

The names and addresses of the parties to the enclosed documents are:

**Short Form of Head Lease**

**Lessor:**

Washington Metropolitan Area Transit Authority  
600 Fifth Street N.W.  
Washington, DC 20001

**Lessee:**

WMATA 1999 Trust CCC A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

Counterpart - N

**Short Form of Lease**

**Lessor:**

WMATA 1999 Trust CCC A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

**Lessee:**

Washington Metropolitan Area Transit Authority  
600 Fifth Street N.W.  
Washington, DC 20001

**Short Form of Equipment Mortgage & Pledge Agreement**

**Mortgagor:**

Washington Metropolitan Area Transit Authority  
600 Fifth Street N.W.  
Washington, DC 20001

**Mortgagee:**

WMATA 1999 Trust CCC A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

A description and the number of the Equipment covered by the enclosed documents is set forth on Exhibit A attached to each of the above-listed Short Form Agreements.

Additionally, I have enclosed for recordation an original and one copy each of (1) the Short Form of Loan Agreement, dated as of March 11, 1999, which is a secondary document. The Short Form of Loan Agreement relates to the above-listed documents; (2) the Short Form of Head Lessor's Lease Mortgage, dated as of March 11, 1999, which is both a primary and a secondary document. The Short Form of Head Lessor's Lease Mortgage relates to the Short Form of Lease; and (3) the Short Form of Lessor's Security Agreement, dated as of March 11, 1999, which is both a primary and a secondary document. The Short Form of Lessor's Security Agreement relates to the Short Form of Head Lease.

The names and addresses of the parties to the enclosed documents are:

**Short Form of Loan Agreement** - C

**Assignor:**

WMATA 1999 Trust CCC A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

**Assignee:**

AIG-FP Funding (Cayman) Limited, as agent for  
the Series A, Series B Lenders and Series C Lenders  
c/o Maples & Calder  
P.O. Box 309  
Ugland House  
South Church Street  
Grand Cayman, Cayman Islands  
British West Indies

**Short Form of Head Lessor's Lease Mortgage** - D

**Assignor:**

WMATA 1999 Trust CCC A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

**Assignee:**

Washington Metropolitan Area Transit Authority  
600 Fifth Street N.W.  
Washington, DC 20001

**Mortgagor:**

WMATA 1999 Trust CCC A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

**Mortgagee:**

Washington Metropolitan Area Transit Authority  
600 Fifth Street N.W.  
Washington, DC 20001

**Short Form of Lessor's Security Agreement** - E

**Assignor:**

WMATA 1999 Trust CCC A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

**Assignee:**

Washington Metropolitan Area Transit Authority  
600 Fifth Street N.W.  
Washington, DC 20001

**Mortgagor:**

WMATA 1999 Trust CCC A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

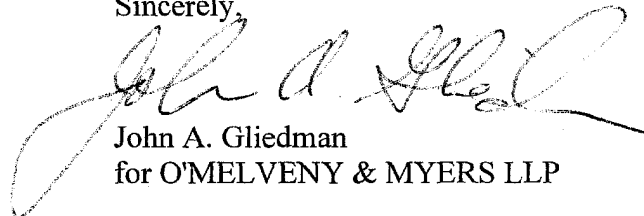
**Mortgagee:**

Washington Metropolitan Area Transit Authority  
600 Fifth Street N.W.  
Washington, DC 20001

Please cross-reference the above three agreements under the names Washington Metropolitan Area Transit Authority and WMATA 1999 Trust CCC A.

We enclose the filing fee pursuant to the applicable regulations. Please stamp and return original documents to Mr. Richard Vorosmarti of the Federal Research Corporation, 400 Seventh St., N.W., Suite 101, Washington, D.C. 20004. WMATA has appointed Mr. Vorosmarti as its attorney-in-fact for the purpose of making this filing.

Sincerely,



John A. Gliedman  
for O'MELVENY & MYERS LLP

## EXHIBIT A

# RAILCARS RELATING TO CCC – WMATA TRANSACTION

Type	Serial No.
Breda Series 3000 (1985)	3074
Breda Series 3000 (1985)	3075
Breda Series 3000 (1985)	3114
Breda Series 3000 (1985)	3115
Breda Series 3000 (1985)	3116
Breda Series 3000 (1985)	3117
Breda Series 3000 (1985)	3120
Breda Series 3000 (1985)	3121
Breda Series 3000 (1985)	3122
Breda Series 3000 (1985)	3123
Breda Series 3000 (1985)	3126
Breda Series 3000 (1985)	3127
Breda Series 3000 (1985)	3132
Breda Series 3000 (1985)	3133

Breda Series 3000 (1986)	3118
Breda Series 3000 (1986)	3119
Breda Series 3000 (1986)	3124
Breda Series 3000 (1986)	3125
Breda Series 3000 (1986)	3128
Breda Series 3000 (1986)	3129
Breda Series 3000 (1986)	3130
Breda Series 3000 (1986)	3131
Breda Series 3000 (1986)	3134
Breda Series 3000 (1986)	3135
Breda Series 3000 (1986)	3136
Breda Series 3000 (1986)	3137
Breda Series 3000 (1986)	3138
Breda Series 3000 (1986)	3139
Breda Series 3000 (1986)	3140
Breda Series 3000 (1986)	3141
Breda Series 3000 (1986)	3142
Breda Series 3000 (1986)	3143
Breda Series 3000 (1986)	3144
Breda Series 3000 (1986)	3145
Breda Series 3000 (1986)	3146
Breda Series 3000 (1986)	3147
Breda Series 3000 (1986)	3148
Breda Series 3000 (1986)	3149
Breda Series 3000 (1986)	3150
Breda Series 3000 (1986)	3151

## RAILCARS RELATING TO CCC – WMATA TRANSACTION

Type	Serial No.
Breda Series 3000 (1986)	3152 .
Breda Series 3000 (1986)	3153 .
Breda Series 3000 (1986)	3154 .
Breda Series 3000 (1986)	3155 .
Breda Series 3000 (1986)	3156 .
Breda Series 3000 (1986)	3157 .
Breda Series 3000 (1986)	3158 .
Breda Series 3000 (1986)	3159 .
Breda Series 3000 (1986)	3160 .
Breda Series 3000 (1986)	3161 .
Breda Series 3000 (1986)	3162 .
Breda Series 3000 (1986)	3163 .
Breda Series 3000 (1986)	3190 .
Breda Series 3000 (1986)	3191 .
Breda Series 3000 (1986)	3192 .
Breda Series 3000 (1986)	3193 .
Breda Series 3000 (1986)	3164 .
Breda Series 3000 (1986)	3165 .
Breda Series 3000 (1986)	3166 .
Breda Series 3000 (1986)	3167 .
Breda Series 3000 (1986)	3168 .
Breda Series 3000 (1986)	3169 .
Breda Series 3000 (1986)	3170 .
Breda Series 3000 (1986)	3171 .
Breda Series 3000 (1986)	3172 .
Breda Series 3000 (1986)	3173 .
Breda Series 3000 (1986)	3174 .
Breda Series 3000 (1986)	3175 .
Breda Series 3000 (1986)	3176 .
Breda Series 3000 (1986)	3177 .
Breda Series 3000 (1986)	3180 .
Breda Series 3000 (1986)	3181 .
Breda Series 3000 (1986)	3182 .
Breda Series 3000 (1986)	3183 .
Breda Series 3000 (1986)	3184 .
Breda Series 3000 (1986)	3185 .
Breda Series 3000 (1986)	3186 .
Breda Series 3000 (1986)	3187 .
Breda Series 3000 (1986)	3188 .
Breda Series 3000 (1986)	3189 .

# RAILCARS RELATING TO CCC – WMATA TRANSACTION

Type	Serial No.
Breda Series 3000 (1986)	3194
Breda Series 3000 (1986)	3195
Breda Series 3000 (1986)	3196
Breda Series 3000 (1986)	3197
Breda Series 3000 (1986)	3198
Breda Series 3000 (1986)	3199

Breda Series 3000 (1987)	3178
Breda Series 3000 (1987)	3179
Breda Series 3000 (1987)	3200
Breda Series 3000 (1987)	3201
Breda Series 3000 (1987)	3202
Breda Series 3000 (1987)	3203
Breda Series 3000 (1987)	3204
Breda Series 3000 (1987)	3205
Breda Series 3000 (1987)	3206
Breda Series 3000 (1987)	3207
Breda Series 3000 (1987)	3208
Breda Series 3000 (1987)	3209
Breda Series 3000 (1987)	3210
Breda Series 3000 (1987)	3211



# RAILCARS RELATING TO CCC – WMATA TRANSACTION

Type	Serial No.
Breda Series 3000 (1987)	3212
Breda Series 3000 (1987)	3213
Breda Series 3000 (1987)	3214
Breda Series 3000 (1987)	3215
Breda Series 3000 (1987)	3216
Breda Series 3000 (1987)	3217
Breda Series 3000 (1987)	3218
Breda Series 3000 (1987)	3219
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Breda Series 3000 (1987)	3239
Breda Series 3000 (1987)	3240
Breda Series 3000 (1987)	3241
Breda Series 3000 (1987)	3242
Breda Series 3000 (1987)	3243
Breda Series 3000 (1987)	3244
Breda Series 3000 (1987)	3245
Breda Series 3000 (1987)	3246
Breda Series 3000 (1987)	3247
Breda Series 3000 (1987)	3248
Breda Series 3000 (1987)	3249

RECORDATION NO. 2006-E FILED  
MAR 11 '99 5-00 PM

RECORDING REQUESTED BY  
AND WHEN RECORDED MAIL TO:

O'Melveny & Myers LLP  
153 East 53rd Street  
New York, New York 10022

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**SHORT FORM OF LESSOR'S SECURITY AGREEMENT**

This Short Form of Lessor's Security Agreement is made and dated as of the 11 day of March, 1999, by and among **WMATA 1999 TRUST CCC A** (the "Lessor"), a Delaware statutory business trust, having an address in care of Wilmington Trust Company, 1100 North Market Street, Wilmington, Delaware 19890-0001, and **WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY** (the "Lessee"), a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia and having an address at 600 Fifth Street, NW, Washington D.C. 20001.

A. Pursuant to the Lessor's Security Agreement, of even date herewith ("the Lessor's Security Agreement"), which by this reference is incorporated herein and made a part hereof as if set forth at length, the Lessor desires to assign certain interests, including interests in that certain Equipment set forth in Exhibit A hereto, as security for certain obligations of the Lessor; and

B. The Lessor and the Lessee desire to record this Short Form of Lessor's Security Agreement with the U.S. Surface Transportation Board to give constructive notice of Lessee's security interest;

NOW, THEREFORE, in consideration of the foregoing recitals, and for other good and allowable consideration, the receipt and sufficiency of which are hereby acknowledged, the Lessor and Lessee agree as follows:

1. **Property Subject to Head Lessor's Lease Mortgage:** Pursuant to, and in accordance with, the Lessor's Security Agreement, the Lessor hereby grants, bargains, sells, assigns, transfers, conveys, mortgages, pledges and confirms to the Lessee, and its successors and permitted assigns, a security interest in and lien upon all right, title and interest in, to and under the Lessor Collateral as that term is defined in the Lessor's Security Agreement.

2. **Conflict With Head Lessor's Lease Mortgage:** In the event of any conflict between this Short Form of Lessor's Security Agreement and the Lessor's Security Agreement, the terms, covenants and conditions of the Lessor's Security Agreement shall control.

3. **Counterparts:** This Short Form of Lessor's Security Agreement may be executed in one or more counterparts, but there shall only be one original and all of which taken together shall constitute one and the same instrument. Signature pages may be detached from

multiple separate counterparts and attached to a single counterpart so that all signature pages are physically attached to the same instrument, which shall be the original of this Short Form of Lessor's Security Agreement.

**IN WITNESS WHEREOF**, the Lessor and the Lessee have executed this Short Form of Lessor's Security Agreement as of the date first above written.

LESSOR:

WMATA 1999 TRUST CCC A

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: 

Name:

Title:

**W. CHRIS SPONENBERG**  
**ASSISTANT VICE PRESIDENT**

LESSEE:

WASHINGTON METROPOLITAN AREA  
TRANSIT AUTHORITY

By: \_\_\_\_\_

Name:

Title:

**IN WITNESS WHEREOF**, the Lessor and the Lessee have executed this Short Form of Lessor's Security Agreement as of the date first above written.

LESSOR:

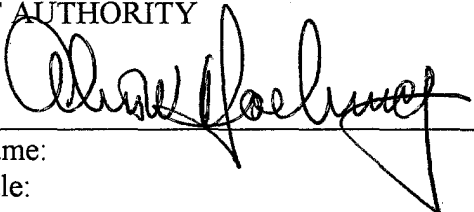
WMATA 1999 TRUST CCC A

By: Wilmington Trust Company, not in its  
individual capacity but solely as Trustee

By: \_\_\_\_\_  
Name:  
Title:

LESSEE:

WASHINGTON METROPOLITAN AREA  
TRANSIT AUTHORITY

By:   
Name:  
Title:

## **EXHIBIT A**

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Breda Series 3000 (1987)	3248
Breda Series 3000 (1987)	3249

Acknowledgment  
Pursuant to 49 C.F.R. § 1177.3

I, W. CHRIS SPONENBERG, certify that I am ASSISTANT VICE PRESIDENT of  
Wilmington Trust Company, the Trustee of WMATA 1999 TRUST CCC A, a Delaware  
statutory business trust, and that I acknowledge that the execution of the foregoing instrument  
was the free act and deed of the Trust. I further declare under penalty of perjury that the  
foregoing is true and correct.

Executed on March \_\_, 1999.



Name:

Title:

**W. CHRIS SPONENBERG**  
**ASSISTANT VICE PRESIDENT**

Acknowledgment  
Pursuant to 49 C.F.R. § 1177.3

I, Harold N. Bartlett, certify that I am Secretary of Washington Metropolitan Area Transit Authority ("WMATA"), a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia, that the seal affixed to the foregoing instrument is the seal of WMATA, that the instrument was signed and sealed on behalf of WMATA by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of WMATA. I further declare under penalty of perjury that the foregoing is true and correct.

Executed on March \_\_, 1999.

Harold N. Bartlett

Name:

Title: